

00-0803

ALLTEL COMMUNICATIONS SERVICE CORPORATION  
STATE GOVERNMENT AFFAIRS  
LITTLE ROCK, ARKANSAS  
JUL 12 1999

1 I. INTRODUCTION

2 Q. PLEASE STATE YOUR NAME, TITLE, AND BUSINESS ADDRESS.

3 A. My name is Robert Priebe. My business title is Staff Manager - State Government  
4 Affairs. My business address is One Allied Drive, Little Rock, Arkansas 72202.

6 Q. BY WHOM ARE YOU CURRENTLY EMPLOYED AND IN WHAT CAPACITY?

7 A. I am employed by ALLTEL Communications Service Corporation ("ALLTEL") as Staff  
8 Manager - State Government Affairs. ALLTEL provides various support services,  
9 including the regulatory function, to various ALLTEL Corporation subsidiaries,  
10 including ALLTEL Communciations, Inc. ("ACI" or the "Company").

12 Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL EXPERIENCE.

13 A. I have worked for ALLTEL Corporation since 1985 and have worked in State  
14 Government Affairs since 1996. During my career with ALLTEL, I have held various  
15 management positions in Engineering, Customer Services, Industry Relations, Message  
16 Processing, and most recently Government Affairs. My current responsibilities include  
17 implementing various regulatory mandated projects. I obtained a Bachelor's Degree in  
18 Business Administration from Henderson State University (AR) in 1979 and an MBA  
19 from the University of Arkansas at Little Rock in 1984.

21 Q. WAS THIS TESTIMONY PREPARED BY YOU OR UNDER YOUR DIRECT  
22 SUPERVISION?

23 A. Yes.

OFFICIAL FILE

LC.C. DOCKET NO. 00-0803  
App: Exhibit No. 1  
Witness  
Date 11-01 Reporter BAP

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Q. DID YOU PREPARE OR HAVE YOU REVIEWED THE APPLICATION FILED ON BEHALF OF ACI?

A. Yes.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. The purpose of my testimony is to describe the application submitted by ACI in which the Company is requesting a certificate of service authority to provide resold interexchange long distance service throughout the State of Illinois. My testimony will also describe the services to be offered by ACI in the State of Illinois.

**II. CORPORATE INFORMATION**

Q. PLEASE DESCRIBE ACI's CORPORATE STRUCTURE AND THE SERVICES THE COMPANY PROVIDES.

A. ACI is incorporated under the laws of the State of Delaware and was formed as a subsidiary of ALLTEL Corporation in 1995. The Company provides a wide range of telecommunications services including competitive local exchange services, long distance services, wireless, internet, and paging in numerous states within its service territory. A copy of ACI's Articles of Incorporation is attached as Exhibit 1.1.

Q. DESCRIBE THE OWNERSHIP OF ACI

A. ACI is a subsidiary of ALLTEL Mobile Communications, Inc., which is a wholly owned subsidiary of ALLTEL Corporation.

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Q. WHERE IS ACI's CORPORATE HEADQUARTERS LOCATED?

A. ACI's corporate headquarters are located at:  
One Allied Drive  
Little Rock, AR 72202

Q. IS ACI CERTIFIED TO CONDUCT BUSINESS IN ILLINOIS?

A. Yes. The Company has a Certificate of Authority to operate in Illinois as a foreign corporation issued by the Illinois Secretary of State. A copy of this certificate is attached as Exhibit 1.2.

Q. IS ACI CERTIFIED TO PROVIDE TELECOMMUNICATIONS SERVICE IN OTHER STATES?

A. Yes. ACI is certified to provide long distance service in Alabama, Arkansas, Florida, Georgia, Kansas Kentucky, Mississippi, Missouri, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee Texas, Virginia, and West Virginia.

Q. HAS ACI EVER BEEN DENIED CERTIFICATION IN ANY STATE OR IS IT THE SUBJECT OF A FORMAL SHOW CAUSE, CEASE AND DESIST PROCEEDING OR OTHER SIMILAR STATE OR FEDERAL PROCEEDING.

A. No.

1 Q. DOES THE COMPANY HAVE THE MANAGERIAL RESOURCES AND ABILITIES  
2 TO PROVIDE RESOLD INTEREXCHANGE LONG DISTANCE SERVICE IN THE  
3 STATE OF ILLINOIS?

4 A. Yes, it does. Exhibit 1.3 includes the biographies of key management personnel which  
5 demonstrate the experience and strength of ACI's managerial expertise to provide Long  
6 distance service.

7  
8 ACI's parent company, ALLTEL Corporation, will provide through its subsidiaries, all  
9 resources required for functional support of sales and marketing, network operations,  
10 service delivery, financial management, regulatory matters, finance and accounting,  
11 billing, and engineering services. These services are likewise provided to other ALLTEL  
12 Corporation subsidiaries in compliance with existing federal and state affiliated  
13 transaction rules.

14  
15 **III. FINANCIAL CONDITION**

16 Q. WITH YOUR APPLICATION, ACI PROVIDED THE ILLINOIS COMMERCE  
17 COMMISSION WITH AUDITED FINANCIAL STATEMENTS FOR ALLTEL  
18 CORPORATION FOR 1999. WILL YOU PLEASE HIGHLIGHT THE REVENUES,  
19 OPERATING INCOME AND ASSETS OF THE COMPANY AS EXPRESSED IN  
20 THE FINANCIAL STATEMENTS?

21 A. As reflected in ALLTEL Corporation's 1999 annual report included with the Company's  
22 application, at year-end 1999 ALLTEL Corporation had total revenue of \$6.3 billion,  
23 operating income of \$1.6 billion and \$10.77 billion in total assets. Exhibit 1.4 includes

1 financial information for ACI. ALLTEL requests that the information in Exhibit 1.4 be  
2 treated as confidential and proprietary.

3  
4 Q. DOES ALLTEL CORPORATION GUARANTEE THE FINANCIAL CONDITION OF  
5 ACI AND ULTIMATELY THE FINANCIAL HEALTH OF THE COMPANY?

6 A. Yes. ALLTEL Corporation will provide the financial support for the entry of ACI into  
7 the resold interexchange long distance market in Illinois.

8  
9 **IV. DESCRIPTION OF SERVICES AND CUSTOMER RELATIONS**

10 Q. WHAT AUTHORITY IS ACI SEEKING IN THIS APPLICATION?

11 A. ACI seeks a Certificate of Service Authority to provide resold long distance service  
12 throughout the State of Illinois.

13  
14 Q. WHERE DOES ACI PROPOSE TO OFER ITS SERVICES IN ILLINOIS?

15 A. ACI proposes to offer resold interexchange service throughout the state of Illinois.

16  
17 Q. DESCRIBE THE TYPES OF SERVICES THE COMPANY PLANS TO OFFER IN  
18 ILLINOIS AND HOW THEY WILL BE PROVISIONED.

19 A. ACI plans on providing a variety of inbound and outbound interexchange products,  
20 including "1 plus", 8XX, and calling card services, for the direct transmission and  
21 reception of voice and data between locations throughout the State of Illinois. ACI will  
22 resell services acquired from other providers of wholesale interexchange services.

1 Q. ARE THE SERVICES WHICH ACI PROPOSES TO OFFER COMPETITIVE  
2 TELECOMMUNICATIONS SERVICES IN THE SENSE THAT THE SERVICES OR  
3 THEIR EQUIVALENTS ARE REASONABLY AVAILABLE FROM MORE THAN  
4 ONE PROVIDER IN THE AREAS IN WHICH ACI PROPOSES TO SERVE?

5 A. Yes, the services ACI will offer are available from a number of providers throughout the  
6 State of Illinois.

7  
8 Q. HOW WILL CUSTOMERS CONTACT THE COMPANY WHEN THEY NEED  
9 SERVICE, AND IF THERE ARE CALLS FOR REPAIR, WHO WILL PROVIDE  
10 THAT SERVICE?

11 A. Customers can contact the Company at 800-848-8090. This number is listed on the  
12 customer's monthly billing statement. Since we will be a reseller of interexchange  
13 services, the repair of those services will be coordinated with our underlying service  
14 provider and, if necessary, the customers local exchange service provider.

15  
16 Q. PLEASE PROVIDE THE NAME, ADDRESS, TITLE, AND TELEPHONE NUMBER  
17 OF THE PERSON THAT WILL SERVE AS ACI'S CONTACT FOR COMPLAINT  
18 RESOLUTION.

19 A. Mr. Bob Priebe  
20 Staff Manager – State Government Affairs  
21 One Allied Drive  
22 Little Rock, AR 72202  
23 (501) 905-8144

1  
2 Q. DOES THE COMPANY HAVE GUIDELINES TO PREVENT UNAUTHORIZED  
3 "SLAMMING" OF INTEREXCHANGE LONG DISTANCE CUSTOMERS?

4 A. ACI currently provides long distance services in other states in which the Company is  
5 certified. The Company works diligently to prevent possible instances of slamming by  
6 utilizing both written Letters of Agency (LOA) and independent, third party verification  
7 procedures. All subscriber assignments to ACI will be done in accordance with state and  
8 federal rules pertaining to carrier selection. The Company pledges that in implementing  
9 its marketing strategies, the Company will abide by all applicable state and federal laws  
10 and regulations.

11  
12 **V. COMPLIANCE**

13 Q. IF GRANTED AUTHORITY TO OPERATE AS A RESELLER OF LONG DISTANCE  
14 SERVICE UNDER SECTION 13-404 OF THE PUBLIC UTILITIES ACT, WILL THE  
15 COMPANY ABIDE BY THE ADMINISTRATIVE RULES OF THE ILLINOIS  
16 ADMINISTRATIVE CODE?

17 A. Yes. ACI is prepared to follow the above rules as mandated by the Illinois Commerce  
18 Commission to the extent that they apply to resellers of interexchange services.  
19 However, as part of the Company's application a waiver is requested from the  
20 requirements identified in Part 250, Part 710 and Part 735.

1 Q. DOES THE COMPANY REQUEST AUTHORITY PURSUANT TO 83 ILLINOIS  
2 ADMINISTRATIVE CODE PART 250 TO KEEP ITS BOOKS AND RECORDS IN  
3 THE STATE OF ARKANSAS?

4 A. Yes.

5  
6 Q. DOES THE COMPANY AGREE TO PAY ANY COSTS INCURRED BY THE  
7 ILLINOIS COMMERCE COMMISSION ASSOCIATED WITH THE ON-SITE  
8 INSPECTION OF THE COMPANY'S RECORDS?

9 A. Yes. The Company will pay all costs and fees incurred by the Illinois Commerce  
10 Commission should the Commission wish to review records of the Company.

11  
12 Q. WILL COMPLIANCE WITH THE COMMISSION RULES IN 83 ILLINOIS  
13 ADMINISTRATIVE CODE PARTS 710 (REGARDING THE MAINTENANCE OF  
14 BOOKS AND RECORDS IN ACCORDANCE WITH THE UNIFORM SYSTEM OF  
15 ACCOUNTS) AND 735 (GOVERNING CREDIT PRACTICES, BILLING, DEPOSITS,  
16 AND TERMINATION OF SERVICE) PRESENT A BURDEN TO ACI IF IT IS  
17 REQUIRED TO COMPLY WITH THOSE RULES?

18 A. Yes, it would. ACI does not currently maintain its books and records in accordance with  
19 the Uniform System of Accounts as prescribed in Part 710 of 83 Illinois Administrative  
20 Code. This Commission has granted waivers with regard to compliance with Parts 710  
21 and 735 to numerous providers of competitive telecommunications services, including  
22 National Telephone Communications, Inc. (Docket 95-0288); LCI Telemanagement  
23 Corp. (Docket 95-0288); and Equinox Systems Corp. (Docket 95-0279), in order to

1 reduce the economic burdens of regulation on carriers which provide competitive  
2 services. ACI will be providing only competitive services and compliance with Parts 710  
3 and 735 would add significantly to the cost of operating and would be unfair to ACI in  
4 light of the fact the Commission has granted waivers to many competitors.

5  
6 Q. WILL ACI MAINTAIN ITS BOOKS OF ACCOUNT IN SUCH A MANNER THAT  
7 REVENUES FROM TELECOMMUNICATIONS SERVICES WHICH ARE SUBJECT  
8 TO THE PUBLIC UTILITY TAX WILL BE SEGREGATED FROM THE REVENUES  
9 DERIVED FROM OTHER BUSINESS ACTIVITIES NOT REGULATED BY THE  
10 COMMISSION?

11 A. Yes, it will.

12  
13 **VI. PUBLIC INTEREST**

14 Q. IS THE GRANTING OF A CERTIFICATE TO PROVIDE RESOLD  
15 INTEREXCHANGE LONG DISTANCE SERVICE TO ACI IN THE PUBLIC  
16 INTEREST?

17 A. Yes. The Company believes that giving customers additional choices in  
18 telecommunication services is in the public interest.

19  
20 Q. DOES THIS CONCLUDE YOUR TESTIMONY?

21 A. Yes, it does.

**EXHIBIT 1.1**  
**ALLTEL Communications, Inc.**  
**Articles of Incorporation**

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALLTEL LONG DISTANCE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 1995, AT 3:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2534400 8100

960012931

AUTHENTICATION:

7790306

DATE:

01-16-96

8-16-95

**CERTIFICATE OF INCORPORATION  
OF  
ALLTEL LONG DISTANCE, INC.**

The undersigned, desiring to form a corporation for profit under Delaware General Corporation Law, does hereby certify:

**FIRST.** The name of the Corporation is ALLTEL Long Distance, Inc.

**SECOND.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

**THIRD.** The nature of the business or purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH.** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares is \$1.00.

**FIFTH.** The name and mailing address of the incorporator are as follows:

**NAME**

Stephen B. Rowell

**MAILING ADDRESS**

One Allied Drive  
Little Rock, Arkansas 72202

**SIXTH.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as from time to time in effect.

**SEVENTH.** The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation in accordance with the General Corporation Law of the State of Delaware, does make this

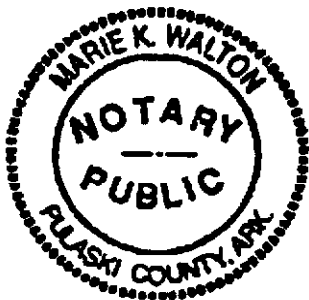
certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand on August 16, 1995.

Stephen B. Rowell

STATE OF ARKANSAS)  
COUNTY OF PULASKI) SS

BE IT REMEMBERED that, on August 16 , 1995, personally came before me, a Notary Public for the State of Arkansas, Stephen B. Rowell, the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledge the said certificate to be his act and deed and that the facts therein stated are truly set forth.

**GIVEN** under my hand and seal of office the day and year aforesaid.



Marie Walter  
NOTARY PUBLIC

11-07-2004

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLTEL LONG DISTANCE, INC.", CHANGING ITS NAME FROM "ALLTEL LONG DISTANCE, INC." TO "ALLTEL COMMUNICATION, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 1996, AT 4:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2534400 8100

960181610

AUTHENTICATION:

DATE:

7996699

06-21-96

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

ALLTEL Long Distance, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of ALLTEL Long Distance, Inc., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** That the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

"The name of the Corporation is ALLTEL Communication, Inc."

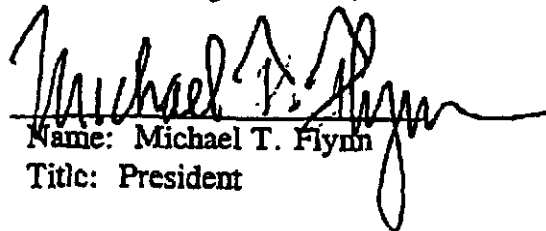
**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ALLTEL Long Distance, Inc. has caused this certificate to be signed by Michael T. Flynn, its President, this 20th day of June, 1996.

ALLTEL Long Distance, Inc.

By:

  
Name: Michael T. Flynn  
Title: President

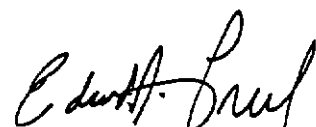
State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLTEL COMMUNICATION, INC.", CHANGING ITS NAME FROM "ALLTEL COMMUNICATION, INC." TO "ALLTEL COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1996, AT 10:01 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



  
Edward J. Freel, Secretary of State

2534400 8100

AUTHENTICATION:

8209444

960345026

DATE:

11-25-96

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**

ALLTEL Communication, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of ALLTEL Communication, Inc., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

"The name of the Corporation is ALLTEL Communications, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ALLTEL Communication, Inc. has caused this certificate to be signed by J. Scott Chesbro, its President, this 30th day of October, 1996.

ALLTEL Communication, Inc.

By:



Name: J. Scott Chesbro

Title: President

**EXHIBIT 1.2**  
**ALLTEL Communications, Inc.**  
**Certificate of Authority to do Business in Illinois**

99259407

1239/0056 5D 001 Page 1 of 5

1999-03-17 13:42:52

Cook County Recorder

29.00

File Number 6038-244-1



49.24

# State of Illinois

## Office of

### The Secretary of State

**Whereas** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

ALLTEL COMMUNICATIONS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5TH day of MARCH A.D. 1999 and of the Independence of the United States the two hundred and 23RD



*Jesse White*

Secretary of State

BOX 170

99259407

Form **BCA-13.15**

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

MAR 5 1999

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of State

Date 3-5-99

License Fee \$

Franchise Tax \$ 651.

Filing Fee \$ 75.

Penalties \$

Approved: [Signature] 726.7

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: ALLTEL COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: August 16, 1995(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:  
(if none, so state)One Allied DriveNoneLittle Rock, Arkansas 72202**EXPEDITED**

MAR 5 1999

4. Name and address of the registered agent and registered office in Illinois.

**SECRETARY OF STATE**Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street

Number

Street

Suite #

Chicago60604Cook

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (include state of incorporation)

See attached list of jurisdictions where now qualified.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See attached list of officers</u>			
Secretary	<u>See attached list of officers</u>			
Director	<u>See attached list of directors</u>			
Director	<u>See attached list of directors</u>			
Director	<u>See attached list of directors</u>			

**BOX 170**

**ALLTEL COMMUNICATIONS, INC.**  
**Officers and Directors**

**DIRECTORS:**

Scott T. Ford  
One Allied Drive  
Little Rock, AR 72202

**OFFICERS:**

Michael T. Flynn, Group President  
One Allied Drive  
Little Rock, AR 72202

Kevin L. Beebe, Group President  
One Allied Drive  
Little Rock, AR 72202

Lon Zanetta, Exec. Vice President/Chief Information Officer  
One Allied Drive  
Little Rock, AR 72202

Francis X. Frantz, Secretary  
One Allied Drive  
Little Rock, AR 72202

Jeffery R. Gardner, Treasurer  
One Allied Drive  
Little Rock, AR 72202

**BOX 170**

**Appendix to Illinois  
Application for Certificate of Authority to Transact Business in Illinois**

**Jurisdictions Where Now Admitted or Qualified for  
ALLTEL COMMUNICATIONS, INC.**

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States where qualified: Alabama, Arkansas, Colorado, Delaware, Florida, Georgia, Kentucky, Mississippi, Missouri, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, and West Virginia.

**EXHIBIT 1.3**  
**ALLTEL Communications, Inc.**  
**Management Biographies**

## Management Biography

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### **Scott T. Ford**

*President and Chief Operating Officer*

Scott T. Ford is President and Chief Operating Officer of ALLTEL Corporation, a customer-focused information technology company that provides wireline and wireless communications and information services.

Mr. Ford joined ALLTEL in 1996 as Executive Vice President, with responsibility for ALLTEL's communications businesses, as well as the company's corporate staff functions.

He was named president in 1997. In 1998, he assumed the additional duties of chief operating officer.

Prior to joining ALLTEL, Mr. Ford was employed at Stephens Group Inc. in Little Rock, Ark., from 1986 to 1996, where he served as Assistant to the Chairman. In this capacity, Mr. Ford spearheaded the firm's acquisition efforts in the media and communications industries.

Prior to joining Stephens, he worked in the corporate finance and merger and acquisitions area of Merrill Lynch Capital Markets.

Mr. Ford graduated with a bachelor's degree in Finance from the University of Arkansas in Fayetteville in 1984.

## Management Biography

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### **Kevin Beebe**

*Group President - Communications*

*ALLTEL Communications*

Kevin Beebe is in the Office of the President of ALLTEL Corporation. As group president, Beebe is responsible for ALLTEL Communications' field operations, customer service, marketing, and e-commerce. In addition, he directs the corporate marketing and emerging business functions of the communications group.

Beebe joined ALLTEL in 1998 when ALLTEL and 360° Communications merged. He held a variety of management positions with 360° Communications or one of its former parent companies since 1984, including: executive vice president of operations, vice president of marketing and administration, director of marketing, director of engineering and operations and director of product management and business development. Beebe also previously worked for Southwestern Bell and AT&T in managerial positions.

Beebe received a bachelor of arts degree in economics from Kutztown University in Pennsylvania and a master of arts degree in economics from Bowling Green University in Ohio. Beebe also has completed the Columbia University Executive Program in Business Administration.

## Management Biography

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### **John M. Mueller**

*Treasurer*

John Mueller is the corporate treasurer and has been with ALLTEL since 1978. He is currently responsible for corporate treasury functions, shareholder services, risk management and corporate payroll.

Prior to this position, Mueller served as corporate controller from 1989-1999 with responsibility for corporate accounting functions, Securities and Exchange reporting, corporate payroll and major accounting projects. Before becoming corporate controller he held various accounting and finance positions in both regional operations and corporate.

Mueller is a Certified Public Accountant and holds a degree in finance and economics from Purdue University. Mueller is a member of the American Institute of Certified Public Accountants (AICPA), the Institute of Management Accountants (IMA) and has attended the United States Telephone Association (USTA) management school.

## Management Biography

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### **Jeffery R. Gardner**

*Senior Vice President - Chief Financial Officer*

Jeffery Gardner is responsible for the finance and accounting functions for ALLTEL. His responsibilities include ALLTEL's capital markets, budgeting and forecasting, strategic planning, tax and operational support. Gardner has been in the communications industry since 1986 and joined the company in 1998 when ALLTEL and 360° Communications merged. He held a variety of senior management positions with 360° Communications or one of its parent companies since 1986, including: senior vice president of finance, which included treasury, accounting and capital markets; president of 360°'s Mid-Atlantic Region; vice president and general manager of Las Vegas; and director of finance.

Gardner received a bachelor of science degree in finance from Purdue University and a master's degree in business administration from William and Mary. He is a certified public accountant.

## Management Biography

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### **Francis X. ("Skip") Frantz**

*Executive Vice President - External Affairs, General Counsel and Secretary*

Skip Frantz is responsible for ALLTEL's mergers and acquisitions and business development efforts, as well as ALLTEL's government and legal affairs. He joined ALLTEL in 1990 as senior vice president and general counsel and was appointed secretary in January 1992, senior vice president - external affairs in April 1993 and executive vice president - external affairs in July 1998.

Prior to joining ALLTEL, Mr. Frantz was a partner in the Cleveland, Ohio based law firm of Thompson, Hine and Flory, where he represented ALLTEL in connection with various business transactions and corporate matters for a number of years. He is an honors graduate of The University of Akron and of The Ohio State University School of Law, where he served on the Law Journal.

Mr. Frantz is a board member and president of Big Brothers/Big Sisters of Central Arkansas, a member of the Parish Council of Christ the King Catholic Church and a past president and board member of the Board of Education of Christ the King School.

## Management Biography

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### **Michael T. Flynn**

*Group President - Communications  
ALLTEL Communications*

Mike Flynn is in the Office of the President of ALLTEL Corporation. As group president - communications, he is responsible for the network planning and network operations as well as the internal information technology and operations support for the communications group. He also has responsibility for the product distribution business and the corporate administration group, including building administration and security.

Flynn joined ALLTEL as group president in 1994 with operational responsibilities for ALLTEL's local telephone, product distribution and directory publishing divisions. He served as president - communications operations upon the merger of ALLTEL's wireline and wireless businesses in 1997. Flynn was previously with Southwestern Bell Telephone Co., for 24 years, including three years as president of its Arkansas operations. He served in a variety of positions in telecommunications operations, network and technology management responsibilities.

Flynn has a degree in industrial engineering from Texas A&M and has attended the Dartmouth Institute and the Harvard Advanced Management Program.

**EXHIBIT 1.4**  
**ALLTEL Communications, Inc.**  
**Financial Information**